

EXHIBIT “B”

to

**MOTION OF THREE GROVE PARTNERS FOR AN ORDER UNDER
11 U.S.C. §§ 105(a), 364(d), 365(d)(3) AND 503(b)(1), RULES 6006, 7062 AND 9014 OF
THE FEDERAL RULES OF BANKRUPTCY PROCEDURE, AND RULES 6006-1(a),
9006-1(b) AND 9077-1 OF THE LOCAL RULES OF THE UNITED STATES
BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK
COMPELLING DEBTORS TO PAY IMMEDIATELY ALL OUTSTANDING
POST-PETITION RENT UNDER CERTAIN NON-RESIDENTIAL
REAL PROPERTY LEASES OR DEEMING SUCH LEASES REJECTED**

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X		
In re:	:	Chapter 11
	:	
	:	Case Nos. 00 B 41065 through
RANDALL'S ISLAND FAMILY	:	00 B 41196 (SMB)
GOLF CENTERS, INC., <i>et al.</i> ,	:	
	:	Jointly Administered
	:	
	:	
Debtors.	:	
-----X		

**ORDER UNDER 11 U.S.C. §§ 105(a), 364(d)(4), 365(d)(3) AND 503(b)(1),
RULES 6006, 9014 AND 7062 OF THE FEDERAL RULES OF BANKRUPTCY
PROCEDURE, AND RULES 6006-1(a), 9006-1(b) AND 9077-1 OF THE LOCAL
RULES FOR THE UNITED STATES BANKRUPTCY COURT FOR THE
SOUTHERN DISTRICT OF NEW YORK ALLOWING AND DIRECTING THE
IMMEDIATE PAYMENT OF OUTSTANDING POST-PETITION RENT TO
THREE GROVE PARTNERS UNDER CERTAIN NON-RESIDENTIAL REAL
PROPERTY LEASES OR DEEMING SUCH LEASES REJECTED**

This matter having been presented to the Court by Kelley Drye & Warren LLP, attorneys for Three Grove Partners, upon the Motion of Three Grove Partners for an Order under 11 U.S.C. §§ 105(a), 364(d)(4), 365(d)(3) and 503(b)(1), Rules 6006, 7062 and 9014 of the Federal Rules of Bankruptcy Procedure, and Rules 6006-1(A), 9006-1(B) and 9077-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York Compelling Debtors to Pay Immediately All Outstanding Post-Petition Rent under Certain Non-Residential Real Property Leases or Deeming such Leases Rejected, dated January 8, 2001 (the "**Motion**")³ and due, sufficient, and adequate notice of the Motion, under the circumstances having been provided to, (i) counsel for the Debtors, (ii) counsel for the Committee, and (iii) the

³ Capitalized terms not otherwise defined herein shall have the meanings ascribed in the Motion.

Office of the United States Trustee; after a hearing before this Court and opportunity for all necessary parties in interest to object or otherwise be heard on the Motion; and due deliberation and consideration and sufficient cause appearing, therefore,

IT IS FOUND THAT:

A. The Court has jurisdiction over the Motion, these cases, the parties and the property affected hereby pursuant to 28 U.S.C. §§ 1334 and 157;

B. This matter is a core proceeding as that term is defined pursuant to 28 U.S.C. § 157(b)(2)(B) and (O);

C. Under the circumstances, due, adequate and sufficient notice of the Motion, of the hearing on the Motion, and of the opportunity to object to the relief sought in the Motion has been given to all necessary parties in interest;

D. Family Golf is in default under the Leases for non-payment of the Outstanding Rent, and such default arose post-petition and is continuing;

E. Family Golf is obligated to pay the Overage Charges to Three Grove Partners, and such obligation arose post-petition and is continuing;

F. Family Golf has occupied and used, and continues to occupy and use, the Premises since the Petition Date;

G. Family Golf's use and occupancy of the Premises has conferred a benefit on the Debtors' estate;

H. Three Grove Partners is entitled to an administrative expense against the Debtors' estate in the amount of the Outstanding Post-Petition Rent as the outstanding post-petition rent constitutes actual, necessary costs and expenses of preserving the Debtors' estates;

I. Three Grove Partners has been prejudiced by Family Golf's failure to pay the Outstanding Post-Petition Rent;

J. There is no "cause" to extend the Debtors' deadline to assume or reject the Leases under section 364(d)(4) of the Bankruptcy Code; and

K. "Cause" exists to shorten the Debtors' deadline to assume or reject the Leases under section 364(d)(4) of the Bankruptcy Code; and it is therefore

ORDERED, ADJUDGED AND DECREED THAT:

1. Each of the findings of facts and conclusions of law set forth herein are, and shall be deemed to be, included in the provisions of this Order.

2. Three Grove Partners is awarded an administrative expense claim under section 503(b)(1) of the Bankruptcy Code in the amount of the Outstanding Post-Petition Rent (the "***Allowed Three Grove Claim***").

3. The Debtors are hereby directed to pay, in immediately available funds, the Allowed Three Grove Claim within two (2) business days of the date of entry of this Order.

4. The Debtors are hereby directed to pay such additional amounts as may accrue in the future under the Leases (collectively, the "***Future Lease Payments***" and individually, a "***Future Lease Payment***"), pursuant to § 365(d)(3), as well as § 503(a), as actual, necessary costs and expenses of preserving the Debtors' estates.

5. In the event the Debtors shall fail to pay the Allowed Three Grove Claim in immediately available funds within two (2) business days of the date of entry of this Order, the Leases, and each of them, shall be deemed rejected under section 365 of the Bankruptcy Code as of the date of entry of this Order without further application by Three Grove Partners to or order

of this Court, and the Debtors are directed to vacate the Premises immediately, upon written notice from Three Grove Partners to counsel for Debtors and/or the Debtors.

6. In the event the Debtors shall fail to pay any Future Lease Payment when the same is due, Three Grove Partners, without further application to this Court, may seek an order, on no less than three business days' written notice of presentment under Local Bankruptcy Rule 9074-1(b) to the Debtors and/or counsel to the Debtors, counsel for the Committee, and the Office of the United States Trustee.

7. No provision of this Order shall be deemed to be a waiver by Three Grove Partners of its rights, remedies and powers under the Leases or at law or equity.

8. No provision of this Order shall be deemed to be a waiver by Three Grove Partners of its rights or ability to seek, obtain or enforce any additional claims, including, but not limited to, administrative expenses claims, against the Debtors' estates or any successor in interest thereto, or any other party whatsoever.

9. Bankruptcy Rule 7062 notwithstanding, this Order shall be effective and enforceable immediately upon entry.

10. The requirement in Local Bankruptcy Rule 9013-1(b) that any motion filed shall have an accompanying memorandum of law is hereby waived and dispensed with.

11. This Court retains jurisdiction to resolve any disputes arising under or related to this Order and to interpret, implement and enforce the provisions of this Order.

Dated: January ___, 2001

UNITED STATES BANKRUPTCY JUDGE